the plaintiff had obtained a valid judgment against a third party, and the defendant afterwards, to injure the plaintiff, induced the third party to confess a fraudulent judgment, in consequence of which the plaintiff was unable to secure the payment of his claim. *Michalson* v. *All*, 21 S. E. Rep. 323, a case recently decided in South Carolina, illustrates the same principle. Here the defendant, in collusion with the owner, placed farm products subject to an agricultural lien beyond the reach of the lienor, and it was held that the latter could recover. See also *Adams* v. *Paige*, 7 Pick. 542. *Lamb* v. *Stone*, 11 Pick. 527, seems inconsistent with these decisions. This case decided that, where the defendant had fraudulently purchased the property of a debtor and had induced him to leave the State to avoid paying his creditor, an action by the creditor would not lie. *Klous* v. *Hennessey*, 13 R. I. 332, similarly gives no relief to the creditor. These decisions, however, are placed upon the ground that, at the time of the defendant's acts, the debtor was as yet under no legal obligation to the creditor by reason of a judgment, lien, or similar proceeding, and that therefore the damage to the creditor was too remote and contingent to admit a recovery. While the justice of this position seems doubtful, and while the question as to whether the creditor would have secured a legal right against the debtor might well, it is conceived, have been left to the jury, these cases are clearly distinguishable from *Hoefler* v. *Hoefler* on the ground, as already indicated, that in the latter the third party was already under a legal duty to the plaintiff, and that the damage, the loss of the alimony, was therefore the direct and natural result of the defendant's acts. Whether or not the defendant in *Hoefler* v. *Hoefler* might have been held answerable in contempt proceedings, as suggested by the court, there seem to be reason and good sense, as well as authority, in favor of compelling the defendant in such a case to respond in damages to the injured party.

LEGISLATIVE POWER TO AMEND CORPORATE CHARTERS. — How far a legislature can alter a charter when it has reserved a power of amendment, one of the most confused questions of corporation law, has received the fullest consideration in a recently published opinion of the late Chief Justice Doe. *Dow* v. *The Northern R. R. Co.*, 36 Atl. Rep. 510 (N. H.). Portions of this opinion had previously appeared in Volumes VI. and VIII. of the HARVARD LAW REVIEW.

Judge Thompson in his work on Corporations says that two views may be taken as to the scope of this legislative power: first, that a right is reserved to change the charter in any way, provided, however, that such change is approved by the majority of the stockholders; second, that the legislature has a power to amend or repeal in the interest of the public. The principal case shows that the consent of the stockholders can make no difference. The majority is not able to bind the minority in accepting new changes, for no such authority was given them in the original charter. The question therefore must be as to the extent of the power retained by the legislature to amend the charter, although in opposition to the wishes of all the members of the corporation. It is the construction of an agreement. To what control did the corporators submit in return for their charter privileges? Clearly it was not to be unlimited, so that the legislature could deprive them of property, or embark them in a new business. This would be absurd, even if, in accord with Judge Thompson's second view, it was for the interest of the public to have the property

taken or the business changed. Judge Doe, noting that the statutes providing for amendment were passed because of the decision in the *Dartmouth College Case*, approaches the other extreme, taking the view that they were intended merely to enable the legislature to repeal the charter. On a fair construction of the contract, it would seem as if it were intended to reserve an additional control over the corporation, and, while many of the cases support the first theory considered above by *dicta*, it is yet generally held that all alterations must be consistent with the scope and objects of the corporation's existence as originally chartered. It must be a change, not a substitution. Judge Thompson considers this a possible way of modifying his first view. In the principal case the corporation, a railroad, was given authority to lease its entire property. The court held, and it would seem correctly, that the change from an operator of a road to a mere lessor was a fundamental one, and therefore in excess of the power that had been reserved.

So much as to the correct construction of the agreement. Judge Doe goes on to say, that, even if the parties did suppose that the legislature stipulated for an unlimited right to amend, the result would be the same, for this would be an attempt to obtain a power greater than the Constitution allows. Judge Thompson also holds this view, and thereby his theories are substantially modified, but its soundness has been much disputed. See *The Sinking Fund Cases*, 99 U. S. 700. It should be added, that the opinion contains a long and masterly discussion of the *Dartmouth College Case*, in which the Chief Justice disagrees with the decisions of both State and Federal Courts.

REPRESENTATIVE ENGLISH JUDGES OF TO-DAY. — This brief sketch of four leading judges is intended to supplement the note on the Principal Courts of England, published in the last number of the REVIEW. Neither a biography nor a satisfactory diagnosis of character can be given within the limits of a note; but to vitalize and make individual certain familiar names is an object perhaps possible of attainment. The present Lord High Chancellor, Baron Halsbury, now at the head of the English judicial system for the third time, is a noteworthy exception to the common saying of the English bar, that a criminal practitioner never reaches the Woolsack. He was educated at Oxford, was made Queen's Counsel in 1865, Solicitor General under Mr. Disraeli in 1875, and sat as Conservative member for Launceston from 1877 till he was raised to the peerage and made Lord Chancellor in 1885. As Mr. Hardinge Giffard, he had a large criminal practice, and was particularly successful in addressing a jury. Eloquent and emotional, he often appeared so touched with his own appeals that he was given the nickname of the "Weeping Counsel." He appeared for the plaintiff in the famous Tichborne case, and held a brief in most of the important causes that came to trial when he was at the bar. Lord Halsbury is of genial and kindly temperament, a keen partisan, and very prominent socially. His career in the House of Commons was not brilliant, and he owes his high office rather to his legal abilities than to political eminence.

The most attractive figure on the English bench to-day is Lord Russell of Killowen, the Lord Chief Justice of England. For years he was the unquestioned leader of the English bar, and the list of causes in which he was leading counsel comprises nearly all the famous cases